

Company No: 00111876

**THE COMPANIES ACT 2006**  
**PUBLIC COMPANY LIMITED BY SHARES**  
**RESOLUTIONS OF LOOKERS PLC (the "Company")**

**Passed on Wednesday 22 July 2009**

At a General Meeting of the Company duly convened and held at the offices of Mayer Brown International LLP, 201 Bishopsgate, London EC2M 3AF on Wednesday 22 July 2009 at 10.30 a.m. the following resolutions were duly passed:

**SPECIAL RESOLUTION**

**1. THAT:**

- (a) the authorised share capital of the Company be and is hereby increased from £13,500,000 to £24,000,000, by the creation of 210,000,000 additional ordinary shares of five pence each identical to and ranking *pari passu* with the existing authorised but unissued ordinary shares of five pence each in the capital of the Company;
- (b) in addition to all existing authorities, the directors of the Company (the "**Directors**") be and are hereby generally and unconditionally authorised for the purpose of s80 of the Companies Act 1985 (the "**1985 Act**") to exercise all the powers of the Company to allot relevant securities (within the meaning of s80(2) of the 1985 Act) in connection with the Firm Placing and Placing and Open Offer (as defined in the prospectus of the Company dated 3 July 2009 to which this notice is annexed (the "**Prospectus**")) up to an aggregate nominal amount of £10,092,809.60, such authority to expire on 22 January 2010 (save that the Company may before such expiry make any offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities pursuant to any such offer or agreement as if such authority had not expired);
- (c) in addition to all existing powers, the Directors be and are hereby empowered pursuant to s95 of the 1985 Act to allot equity securities (as defined in s94(2) of the 1985 Act) for cash pursuant to the authority referred to in paragraph (b) above as if s89(1) of the 1985 Act did not apply to any such allotment, provided that such power shall be limited to the allotment of 201,856,192 New Ordinary Shares (as defined in the Prospectus) pursuant to or in connection with the Firm Placing and Placing and Open Offer (as defined and on the basis set out in the Prospectus); such power to expire on 22 January 2010 (save that the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if such power had not expired); and

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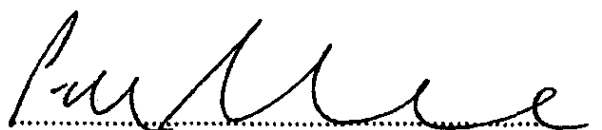
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- (d) the issue of 201,856,192 New Ordinary Shares (as defined in the Prospectus) on the terms set out in the Prospectus for cash at a price of 40 pence per New Ordinary Share (representing a discount of 19% to the Closing Price of the Shares (as defined in the Prospectus) on 25 June 2009) is hereby approved.

#### ORDINARY RESOLUTIONS

2. **THAT** the subscription by Tony Bramall and/or his associates for 11,234,382 Firm Placed Shares at the Issue Price (as defined in the Prospectus) be and is hereby approved for the purposes of Listing Rule 11.1.7.
3. **THAT** the subscription by Trefick for 10,753,277 Firm Placed Shares at the Issue Price (as defined in the Prospectus) be and is hereby approved for the purposes of Listing Rule 11.1.7.



Chairman

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